

**IN THE UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

JEFFREY HARRIS, Derivatively On Behalf of CITIGROUP, INC.,) Case No. 07-CV-9841 (SHS)
)
Plaintiff,)
vs.)
CHARLES PRINCE, et al.,)
)
Defendants,)
-and-)
CITIGROUP, INC., a Delaware corporation,)
Nominal Defendant.)

GARY CINOTTO, Derivatively On Behalf of CITIGROUP, INC.,) Case No. 07-CV-9900 (SHS)
)
Plaintiff,)
vs.)
CHARLES PRINCE, et al.,)
)
Defendants,)
-and-)
CITIGROUP, INC.,)
Nominal Defendant.)

BENJAMIN NATHANSON, Derivatively On Behalf of CITIGROUP, INC.,) Case No. 07-CV-10333 (JSR)
)
Plaintiff,)
vs.)
CHARLES PRINCE, et al.,)
)
Defendants,)
-and-)
CITIGROUP, INC.,)
Nominal Defendant.)

[Caption continued on following page.]

SAM COHEN, Derivatively On Behalf of CITIGROUP, INC.,) Case No. 07-CV-10344 (SHS)
)
Plaintiff,)
vs.)
)
CHARLES PRINCE, et al.,)
)
Defendants,)
)
-and-)
)
CITIGROUP, INC.,)
)
Nominal Defendant.)

WALTER E. RYAN, JR., Derivatively On Behalf of CITIGROUP, INC.,) Case No. 07-CV-11581 (UA)
)
Plaintiff,)
vs.)
)
CHARLES PRINCE, et al.,)
)
Defendants,)
)
-and-)
)
CITIGROUP, INC.,)
)
Nominal Defendant.)

**[PROPOSED] ORDER GRANTING PLAINTIFF GARY CINOTTO’S MOTION TO
CONSOLIDATE ALL RELATED SHAREHOLDER DERIVATIVE ACTIONS AND
APPOINT LEAD COUNSEL FOR PLAINTIFFS**

Plaintiff Gary Cinotto’s Motion to Consolidate All Related Shareholder Derivative Actions and Appoint a Leadership Structure for Plaintiffs (the “Motion”) came on regularly before the Court, and the Court, having considered the Motion together with all papers on file, hereby orders as follows:

1. The Motion is GRANTED;
2. The following actions are hereby related and consolidated for all purposes, including pre-trial proceedings and trial, pursuant to Rule 42(a) of the Federal Rules of Civil Procedure:

<i>Harris v. Prince, et al.</i>	07-cv-9841 (SHS)
<i>Cinotto v. Prince, et al.</i>	07-cv-9900 (SHS)
<i>Nathanson v. Prince, et al.</i>	07-cv-10333 (JSR)
<i>Cohen v. Citigroup, Inc., et al</i>	07-cv-10344 (SHS)
<i>Ryan v. Prince, et al.</i>	07-cv-11581 (UA)

3. Any other actions now pending or hereafter filed in or transferred to this Court which arise out of the same facts as alleged in the above-identified cases shall be consolidated for all purposes if and when they are brought to the Court's attention.

4. Every pleading filed in this consolidated action, or in any separate action included herein, shall bear the following caption:

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE CITIGROUP, INC. DERIVATIVE LITIGATION)	Lead Case No. 07-cv-9900 (SHS)
)	
_____)	
This Document Relates To:)	
)	
ALL ACTIONS.)	
_____)	

5. The files of this consolidated action shall be maintained in one file under Lead Case No. 07-cv-9900 (SHS).

6. Plaintiffs shall file a Consolidated Complaint ("Complaint") no later than 60 days from the date of entry of this Order, unless otherwise agreed between the parties and approved by the Court, which shall be deemed the operative complaint, superseding all complaints filed in any of the actions consolidated hereunder.

7. Lead Counsel for plaintiffs for the conduct of these consolidated actions is:

JOHNSON BOTTINI, LLP
FRANK J. JOHNSON
FRANCIS A. BOTTINI, JR.
BRETT M. WEAVER
655 West Broadway Suite 1400
San Diego, CA 92101
Telephone: 619/230-0063
Facsimile: 619/233-5535

8. Liason counsel for plaintiffs for the conduct of these consolidated actions is:

LAW OFFICES OF THOMAS G. AMON
THOMAS G. AMON
250 West 57th Street, Suite 1316
New York, NY 10107
Telephone: 212/810-2430
Facsimile: 212/810-2427

9. Plaintiffs' Lead Counsel shall have authority to speak for plaintiffs in matters regarding pre-trial procedure, trial and settlement negotiations and shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort.

10. Plaintiffs' Lead Counsel and Liaison Counsel shall be responsible for coordinating all activities and appearances on behalf of plaintiffs and for the dissemination of notices and orders of this Court. No motion, request for discovery or other pre-trial or trial proceedings shall be initiated or filed by any plaintiffs except through plaintiffs' Lead Counsel or Liaison Counsel.

11. Plaintiffs' Liaison Counsel shall be available and responsible for communications to and from this Court, including distributing orders and other directions from the Court to counsel. Plaintiffs' Liaison Counsel shall be responsible for creating and maintaining a master service list of all parties and their respective counsel.

12. Defendants' counsel may rely upon all agreements made with plaintiffs' Lead Counsel, or other duly authorized representative of plaintiffs' Lead Counsel, and such agreements shall be binding on plaintiffs.

13. This Order shall apply to each case, arising out of the same or substantially the same transactions or events as these cases, which is subsequently filed in, removed to or transferred to this Court.

14. When a case which properly belongs as part of the *In re Citigroup Inc. Derivative Litigation*, Lead Case No. 07-cv- 9900(SHS), is hereafter filed in the Court or transferred here from another court, this Court requests the assistance of counsel in calling to the attention of the clerk of the Court the filing or transfer of any case which might properly be consolidated as part

of *In re Citigroup Inc. Derivative Litigation*, Lead Case No. 07-cv-9900 (SHS), and counsel are to assist in assuring that counsel in subsequent actions receive notice of this Order.

* * *

ORDER

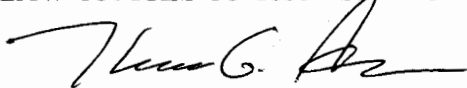
IT IS SO ORDERED.

DATED

HONORABLE SIDNEY H. STEIN

Submitted by:

LAW OFFICES OF THOMAS G. AMON



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Counsel for Plaintiffs